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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Chapter 11
)
VOYAGER DIGITAL HOLDINGS, INC., *et al.*,¹) Case No. 22-10943 (MEW)
)
Debtors.) (Jointly Administered)
)

**THIRD SUPPLEMENTAL DECLARATION OF
JOSHUA A. SUSSBERG IN SUPPORT OF THE DEBTORS'
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF JULY 5, 2022**

I, Joshua A. Sussberg, being duly sworn, state the following under penalty of perjury:

1. I am the president of Joshua A. Sussberg P.C., a partner in the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, collectively, "Kirkland").² I am a member in good standing of the Bar of the State of New York, and I have

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Debtors' principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003.

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Application (as defined herein).

been admitted to practice in New York. There are no disciplinary proceedings pending against me.

2. On July 5, 2022 (the “Petition Date”), each of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a petition with this Court under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). On July 20, 2022, the Debtors filed an application to employ and retain Kirkland as counsel for the Debtors [Docket No. 116] (the “Application”) pursuant to sections 327(a) and 330 of the Bankruptcy Code, rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York.

3. My declaration in support of the Application (the “Original Declaration”) was attached to the Application as Exhibit B. On August 4, 2022, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of July 5, 2022* [Docket No. 234] (the “Retention Order”). On August 2, 2022, I filed the *First Supplemental Declaration of Joshua A. Sussberg in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of July 5, 2022* [Docket No. 201] (the “First Supplemental Declaration”). On October 6, 2022, I filed the *Second Supplemental Declaration of Joshua A. Sussberg in Support of Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of July 5, 2022* [Docket No. 501] (together with the Original Declaration and the First Supplemental Declaration, the “Previous Declarations”).

4. In connection with the Application and the Retention Order, I submit this third supplemental declaration (this “Third Supplemental Declaration”) to provide additional disclosures in accordance with rules 2014(a) and 2016(b) of the Bankruptcy Rules and as required under the Retention Order. Unless otherwise stated in this Third Supplemental Declaration, I have personal knowledge of the facts set forth herein.

5. In the Original Declaration, I disclosed Kirkland’s billing rates in effect at that time for matters related to these chapter 11 cases. I also disclosed that that the billing rates are subject to periodic adjustments to reflect economic and other conditions. Pursuant to the Retention Order, Kirkland must provide notice of changes to its billing rates during these chapter 11 cases.

6. In accordance with ordinary practice, some billing rates for partners and associates will change effective as of January 1, 2023. The rates will change due to rate increases or promotion, although Kirkland does not typically disclose changes to billing rates resulting from promotion. Kirkland’s billing rates that will take effect on January 1, 2023, for matters related to these chapter 11 cases range as follows:³

Billing Category	Range
Partners	\$1,195 - \$2,245
Of Counsel	\$820 - \$2,125
Associates	\$685 - \$1,395
Paraprofessionals	\$295 - \$575

³ For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars it is possible that certain rates may exceed the billing ranges listed in the chart herein.

Dated: December 16, 2022

Respectfully submitted,

/s/ Joshua A. Sussberg

Joshua A. Sussberg

President of Joshua A. Sussberg, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP